

**MINUTES OF THE JOINT MEETING  
OF  
SCHNEIDER MANAGEMENT, LLC  
(a Limited Liability Company)  
AND  
SCHNEIDER LIMITED PARTNERSHIP  
Held May 1, 2012**

The joint meeting was held on May 1, 2012 at 3:00 p.m. at 1739 Spring Creek Lane, Suite 200, Billings, Montana. Present at the meeting were John H. Schneider, Michelle Schneider and Kathleen T. Burrows, attorney Michael D. Greear attended the meeting by telephone.

It was reported that the ownership of the Limited Partnership, as to be reported to the Internal Revenue Service for the end of the 2011 calendar year (December 31, 2011) was as follows:

<b>John Schneider Revocable Trust dated November 20, 2007:</b>	<b>49.5%</b>
<b>Michelle Schneider Revocable Trust dated November 20, 2007:</b>	<b>49.5%</b>
<b>Schneider Management, LLC, a Wyoming Limited Liability Company:</b>	<b>1%</b>

It was then reported that the ownership of Schneider Management, LLC, as to be reported to the Internal Revenue Service as of the end of the 2011 calendar year (December 31, 2011) is as follows:

<b>John H. Schneider:</b>	<b>1 Unit – Class A Membership</b>
<b>Michelle Schneider, Trustee of the Michelle Schneider Revocable Trust:</b>	<b>10 Units – Class B Voting Membership</b>
<b>Michelle Schneider, Trustee of the Michelle Schneider Revocable Trust:</b>	<b>989 Units – Class B Non-Voting Membership</b>

It was discussed that John and Michelle Schneider wanted to complete their estate plan, as has been discussed for several years concerning setting up Irrevocable Trusts for their children, and making lifetime gifts of either Limited Partnership Units or of the Wyoming real estate held by the Limited Partnership. Attorney Michael D. Greear, however, cautioned that making the gifts at this point, given the fact that the Biles litigation was pending, and that John and Michelle and several entities were identified as parties in that pending litigation. It was discussed that a settlement had been reached in the Biles litigation, and that by the end of May or first week of June, 2012 the matter would be concluded; therefore, allowing the estate plan to be continued.

It was then discussed that in conjunction with the Biles litigation it would be necessary for Schneider Limited Partnership to make a loan to Northern Rockies NeuroSpine, P.C. in the amount of \$2,500,000.00. It was discussed that the Promissory Note would carry interest at the rate of 10% per annum, and that the Note would be paid would be paid off in forty (40) equal quarterly installments with the first payment commencing September 30, 2012.

It was then discussed that Kathleen T. Burrows and Brandon Schneider had developed a business plan for a new business opportunity, with a name of MedPort, LLC. It was discussed that the Limited Partnership would grant MedPort financing for this new business venture and that a line of credit would be extending by the Limited Partnership to MedPort, LLC up to the sum of \$5,000,000.00, and that the Note would provide that MedPort, LLC request advances up to the \$5million sum from the period of May 1, 2012 through April 30, 2014. That payments on any amounts advanced under the Note would carry interest at the rate of 2.86% (the May 2012 AFR) per annum, and that the Note would require that payments would begin October 1, 2015, and that the Note would be set up on eighty (80) equal quarterly installments. The payment schedule shall be determined at a later date based upon the amount advanced on the Note, and the dates the advancements were made.

Attorney Michael D. Greear reminded the parties that the General Partner, being Schneider Management, LLC, would have to vote on each of the above matters, and that the Manager, pursuant to Article 6 of the Restated Limited Liability Company Operating Agreement for Schneider Management, LLC, dated November 1, 2011, would have the authority to make all of the above decisions; however, that it would be appropriate as several of the above discussed items may fall into the "major company decision" category and require that the Class B Voting Member(s) vote in favor of the decision, and that the Class A Member's consent would be necessary to reflect his decision not to exercise his veto right.

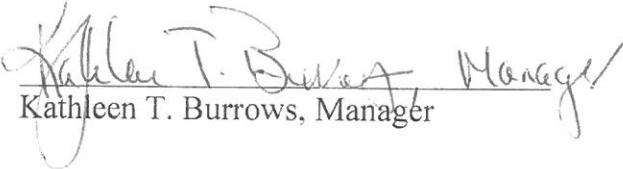
At the conclusion of the discussion, the following Resolutions were put before Schneider Management, LLC regarding the assets of the Limited Partnership, and each Resolution was passed by the unanimous consent of the Class B Voting Member as evidenced by her signature below, and the Class A Member waived his right to veto any of the decisions as evidenced by his signature below. The Resolutions adopted by the Limited Liability Company are as follows:

1. That the real estate in Powell, Wyoming held by the Limited Partnership would be distributed to Michelle Schneider;
2. That the rental property in Billings, Montana would be distributed to John H. Schneider;
3. That the Limited Partnership would loan Northern Rockies Neuro-Spine, P.C. the sum of \$2,500,000.00 and that the Note would be prepared and the loan made when requested by John H. Schneider in connection with the settlement of the Biles litigation.
4. That the Limited Partnership shall establish a loan as discussed above with MedPort, LLC, a Limited Liability Company, for an open sum of \$5,000,000.00 to be drawn against until April 30, 2014;
5. That all of the above actions are hereby approved by the Limited Partnership; however, even though the Biles litigation has been settled, the real estate may not be transferred until full payment is made on the Biles litigation, which is anticipated to be the end of May or first week of June, 2012.

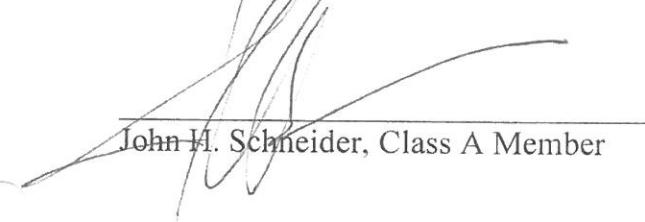
It was then discussed that after the distributions are made out of the Limited Partnership as stated above, that the ownership will be as follows:

<b>John Schneider Revocable Trust dated November 20, 2007:</b>	<b>74.26%</b>
<b>Michelle Schneider Revocable Trust dated November 20, 2007:</b>	<b>24.23%</b>
<b>Schneider Management, LLC, a Wyoming Limited Liability Company:</b>	<b>1.51%</b>

There being no further business to come before the Limited Liability Company or the Limited Partnership, the meeting was declared adjourned by Manager, Kathleen T. Burrows.

  
Kathleen T. Burrows, Manager

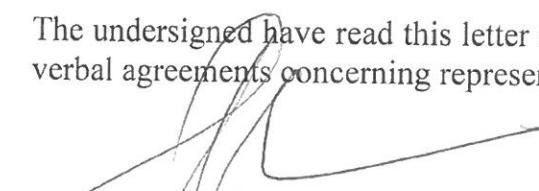
The following Members hereby consent to this Special Meeting and all action taken therein.

  
John H. Schneider, Class A Member

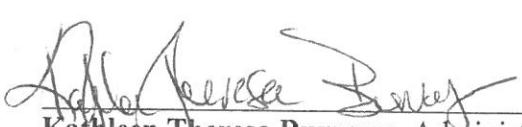
  
Michelle R. Schneider, Trustee of the  
Michelle R. Schneider Revocable Trust,  
Class B Voting Member

John & Michelle Schneider  
December 3, 2012  
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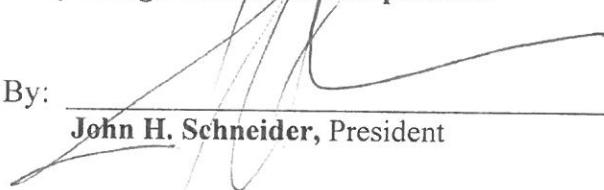
The undersigned have read this letter and understand it to be a written agreement of prior verbal agreements concerning representation by a single law firm.

  
**John H. Schneider**, Individually and as  
Trustee of the John H. Schneider  
Revocable Trust dated November 1, 2007

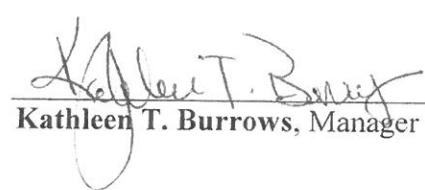
  
**Michelle Schneider**, Individually and as  
Trustee of the Michelle Schneider  
Revocable Trust dated November 1, 2007

  
**Kathleen Theresa Burrows**, Administrative  
and Special Trustee of the Brandon Schneider  
Benefit Trust, dated March 30, 2012; the  
Caitlin Schneider Benefit Trust, dated March  
30, 2012; the Shannon Schneider Benefit  
Trust, dated March 30, 2012

**NORTHERN ROCKIES NEURO-SPINE, P.C.  
a Wyoming Professional Corporation**

By:   
**John H. Schneider**, President

**SCHNEIDER LIMITED  
PARTNERSHIP**, a Wyoming Limited Partnership  
**SCHNEIDER MANAGEMENT, LLC**  
a Wyoming Limited Liability Company,  
General Partner

By:   
**Kathleen T. Burrows**, Manager